

Appendix A

LOYOLA UNIVERSITY NEW ORLEANS

THE AMENDED AND RESTATED ARTICLES OF INCORPORATION,
CHARTER and BYLAWS

As Amended and Restated October 11, 2019

Pursuant to R.S. 12:34A(1), this restatement accurately copies the articles and all amendments without substantive change except as made by any new amendments, and indicate any such changes, stating that each amendment is hereby effected in conformity with law.

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THE CHARTER OF LOYOLA UNIVERSITY NEW ORLEANS

ARTICLE I

The name of this Corporation shall be "LOYOLA UNIVERSITY NEW ORLEANS."

ARTICLE II

The principal office and legal domicile of this Corporation shall be 6363 St. Charles Avenue, New Orleans, Louisiana, 70118. The President of the Corporation, or in his or her absence or incapacity, any other officer of the Corporation shall be the proper person upon whom legal process shall be served. The present agent for service of legal process is Tania Tetlow, 6363 St. Charles Avenue, New Orleans, Louisiana, 70118.

ARTICLE III

The Corporation is organized exclusively for charitable, religious and educational purposes as those terms are defined in Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended or corresponding provision of any future United States Internal Revenue Law. The Corporation possesses the power to perform such acts which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which it is organized and which are not repugnant to law, including but not limited to those powers permitted in R.S. 12:207 as amended by Act of 1968, No. 105 of the laws of the State of Louisiana.

In furtherance, but not in limitation, of said objects and purposes, to establish, conduct and maintain a university in the City of New Orleans, State of Louisiana, with regular faculty and curriculum, and a regularly enrolled student body; to confer undergraduate, graduate, professional and honorary degrees; to promote religious studies, literature, art, history, classics, humanities, science, commerce, communications, law and/or other departments or schools of knowledge; to encourage the advancement of learning through the awards of scholarships, fellowships, and other means, and to make outright gifts, grants and loans to any corporation organized and operated exclusively for charitable, educational or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or comparable provision of future law; and to engage in such other activities as may be necessary and proper to the fulfillment of its exempt purposes, including, but not by the way of limitation, the production of funds necessary to operate the Corporation's facilities through assessment of tuition, fees and charges, solicitation of gifts and grants, and the management of endowment, investment and business assets owned by the Corporation.

To conduct religious worship services, ministration of sacerdotal functions and to perform all other functions and duties which are in harmony with the practices of the Roman Catholic faith.

In furtherance, but not in limitation, of said objects and purposes, to receive, acquire, purchase, hold, administer, mortgage, pledge, lease, convey or otherwise deal in and dispose of real and personal property; to receive, acquire, purchase, hold, mortgage, pledge, exercise rights arising out of the ownership or possession thereof, sell or otherwise dispose of shares or other interests in, or obligations of, individuals, associations, partnerships, corporations or governments.

To sue and to be sued, to enter into contracts and agreements of all kinds and perform all other acts in its corporate name which shall be necessary, proper or desirable to accomplish its objects and purposes.

In furtherance of said objects or purposes, or any of them, the Corporation shall have the power to carry on its activities in the State of Louisiana, the other States of the United States of America, the District of Columbia, the territories and possessions of the United States and in foreign countries and in any such State, District of Columbia, territory, possession and foreign country.

No substantial part of the activities of the Corporation shall involve attempts to influence legislation by propaganda or otherwise.

The Corporation shall not, either directly or indirectly, participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV

The Corporation shall have and enjoy perpetual existence.

ARTICLE V

The Corporation is organized as a non-stock, non-profit corporation as defined in R.S. 12:201(7) as amended by Act of 1968, No. 105 of the laws of the State of Louisiana, no part of its net earnings or of its capital shall inure to the benefit of any member, director, trustee or officer of the Corporation or any individual, but reimbursement for out of pocket expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or capital.

All property movable or immovable of whatever kind or character acquired by the Corporation belongs and shall belong exclusively to the Corporation as a corporate entity. In the case of death of any member of the Corporation, their heirs or assigns shall not have the right to participate in the

affairs of this Corporation or to exercise by way of inheritance or otherwise any right of ownership in the property or effects of the Corporation.

The Corporation shall not be dissolved except upon affirmative vote of at least 75% of the entire membership of the Corporation, which vote shall be taken at a special meeting called for this purpose after thirty (30) days previous notice thereof in writing shall have been given to each member of the Corporation by depositing said notice in the United States mail properly addressed. This vote shall not be proxy.

On dissolution of the Corporation, the Corporation's property shall be distributed to the Catholic Society of Religious and Literary Education, or its legal successor, or one or more agencies, instrumentalities or educational, charitable or religious institutions operated, supervised or controlled by or in connection with the Catholic Society of Religious and Literary Education or its legal successor provided, however, that any such organization is exempt from Federal income tax pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954 as amended or corresponding provision of future law. The recipient or recipients of the Corporation's assets shall be determined by a majority vote of those persons present and entitled to vote at a special meeting called for that purpose; each member of the Corporation shall be entitled to cast one vote at such meeting.

ARTICLE VI

All members in good standing of the Society of Jesus who are members of the Jesuit Community of Loyola University New Orleans and who hold full-time or part-time positions at Loyola University New Orleans and who have held such positions for one (1) academic year shall be eligible for membership in the Corporation. Membership in the Corporation shall consist of not fewer than *three* (3) nor more than twenty-five (25) persons who fulfill the qualifications of this Article. Such members shall be elected in the manner and for the term hereinafter provided by those persons eligible for membership under this Article and shall serve the stipulated term or until their earlier death, resignation or failure to meet all the qualifications for membership established in this Article. An ex-officio member of the Corporation shall have full power to vote on all matters brought before the membership and shall be counted for all purposes. Should any member of the Corporation cease to function as a member in good standing of the Society of Jesus or cease to hold a full-time or part-time position at Loyola University New Orleans, such member shall immediately cease to be a member of this Corporation and shall forfeit all rights accruing to members of this Corporation. If for any reason a duly elected member of the Corporation shall cease to be a member of the Corporation, the membership may fill such vacancy for the unexpired term thereof at a special meeting called by the President for that specific purpose by giving written notice deposited in the mails of the United States to each member of the Corporation at his last known address at least ten (10) days before the date of meeting.

Members of the Corporation who begin their terms in the same year shall be known as a Class. At all times, there shall be three (3) classes of members of the Corporation to be known as Class One, Class Two and Class Three, respectively.

Upon expiration of the terms of the members, their successors shall be elected by vote of all those eligible for membership for the term of three years each, so that approximately one-third of the number of members of the Corporation shall be elected annually. The President of the Corporation shall conduct this election.

The sole rights and duties of members shall be (a) to elect annually such members of the Board of Trustees as are provided in these Articles; (b) to receive annually a report from the President; (c) to determine the dissolution of the Corporation and the distribution of its assets, consistent with the terms of Article V hereof; (d) to amend the Articles and By-Laws of the Corporation in the manner specified in Article IX; and (e) to fix and determine by majority vote the number of Trustees who shall constitute the whole Board of Trustees, consistent with the provisions of Article VII hereof.

Nothing herein shall prevent the same person from being a member of the Corporation, an officer of the Corporation, and a member of the Board of Trustees.

ARTICLE VII

The activities and affairs of the Corporation shall be managed by a Board of Trustees. In no event shall the number of Trustees, excluding ex-officio Trustees, be fewer than twenty (20) or more than thirty-five (35). The Jesuit members of the Board of Trustees who are not ex-officio members shall be elected for a term as hereinafter provided by the members of the Corporation in the By-Laws. The non-Jesuit members of the Board shall be elected by the entire then-incumbent members of the Board of Trustees in the manner as provided by the By-Laws and as the Trustees, in their sole discretion, may deem fit and proper. The composition of the Board of Trustees shall be at all times such that more than twenty-two percent (22%) of the total membership of the Board of Trustees, but not more than sixty percent (60%) of said Board, shall be composed of members in good standing of the Society of Jesus.

Members of the Board of Trustees who begin their terms in the same year shall be known as a Class. The Board of Trustees shall be composed of three (3) classes to be known as Class I, Class II and Class III, respectively.

Each Class of Trustees will take office on August 1st and will continue to hold office until July 31st of the year in which their term of office expires, all as more fully detailed in the copies of pages 20 and 21 of the Bylaws attached hereto. Upon expiration of the term of the Trustees elected to each Class, their successors shall be elected by the membership and/or Trustees for a term of three (3) years. Additional Trustees, over and above those designated as Class I, II or III Trustees, may be elected by

the membership and/or Trustees in the manner as herein provided, or as may be provided in the By-Laws for a term of either one, two or three years.

No elected Trustee who has served for two (2) consecutive three-year terms, or who has been re-elected within their class of membership to successive terms of office beyond the year 2003 in excess of six (6) years shall be eligible for re-election until one full year has elapsed since the expiration of their last term, provided that this limitation on the term of office of Trustees shall not apply to those Trustees who are members of the Society of Jesus and members of the Jesuit Community of Loyola University, and provided that the chairman, vice chairman, secretary and treasurer may continue as Trustees as long as each holds their respective office up to a maximum of six (6) years as an officer.

Any vacancy occurring in the Board of Trustees may be filled by a vote of the membership of the Corporation at a special meeting of the membership to be called for that purpose by the President, or by request of a majority of the membership.

An ex-officio member of the Board shall have full power to vote on all matters brought before the Board and shall be counted for all purposes, including the determination of the existence of a whole Board and for all quorum requirements.

The Board of Trustees shall also elect, from among its members, a Secretary and a Treasurer of the Corporation who is a member of the Society of Jesus. The office of Secretary and Treasurer may be combined in one person.

The President, Secretary and Treasurer shall serve at the pleasure of the Board of Trustees.

The Board of Trustees shall hold an annual meeting and such other meetings as it deems necessary. The Board of Trustees may take action by the unanimous consent of its members without a meeting.

The Board of Trustees shall elect a President of the Corporation who, upon election and qualification as President, shall be an ex-officio member of the Board of Trustees and if the President is a Jesuit he shall serve as an ex-officio member of the Corporation. The President is the chief executive officer of the Corporation and shall appoint Vice-Presidents and other officers as the President deems necessary or desirable, one of whom shall be specifically designated as Vice-President of the Corporation, who shall be a member of the Society of Jesus. He shall be an ex-officio member of the Board and the Corporation.

If the President should be incapacitated, resign or be removed from office, the Board of Trustees shall elect an Acting President who will serve with full authority until a search process has been completed and a permanent successor is elected.

When it is known that the office of President shall become vacant, after consultation with various constituencies, the Chair of the Board will appoint a Search Committee subject to ratification by the Executive Committee of the Board. The Search Committee will have as its chair a member of the

incumbent Executive Committee; the process to be followed by the Search Committee will be approved by the Executive Committee. The Search Committee will include a member(s) of the Loyola University New Orleans Corporation, members of the Board of Trustees and representatives of the faculty, staff and alumni of the University.

As is stated in this charter and by-laws, an integral part of the Board's governance of the University includes committing itself to always maintain and promote the Ignatian heritage, Catholic identity and Jesuit mission of Loyola University New Orleans. It shall pursue this commitment to mission and identity in coordination with the Loyola Jesuit Community and the Province.

In order to ensure this mission and identity is maintained and promoted during the selection process of a new President of the University, the Board shall:

1. Keep in mind that the person chosen as President of the University will be the director of the apostolic work of the Society of Jesus at the University and will be so missioned by the Provincial. This role and its responsibilities shall carry significant implications in the selection and ongoing evaluation of the President.
2. Seek diligently to identify a qualified Jesuit for this position and will do so in accordance with the protocols developed by the US Jesuit Conference and the AJCU in the document entitled, *The Role of the Society of Jesus in the Selection of a President for a U.S. Jesuit College or University*, first published in 2002. The search to identify a qualified Jesuit shall occur simultaneously with a search for a qualified non-Jesuit with a preference for the Jesuit.
3. Ensure that the Provincial shall be satisfied and give ultimate approval that those on the list of serious candidates are be able to:
 - a. advance the Jesuit, Catholic mission of the university;
 - b. maintain and develop a strong relationship with the local Jesuit community and especially its rector/superior through regular meetings and other forms of communication;
 - c. maintain and develop a strong relationship with the local Church and the larger Society of Jesus and its other apostolic works.
4. Ensure that if a non-Jesuit is chosen as President, a Jesuit shall serve as a Vice-President in the President's cabinet in a position that is committed to furthering the Jesuit mission and Catholic identity of the university.

ARTICLE VIII

The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, which, to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise the power of the Board of Trustees in the management of the activities and affairs of the Corporation; such committee or committees shall have such name or names as may be stated in the By-Laws of the

Corporation or as may be determined from time to time by resolution adopted by the Board. The Board of Trustees is expressly authorized by a majority vote of the whole Board to make, alter or repeal By-Laws not inconsistent with the By-Laws adopted by the members of the Corporation.

ARTICLE IX

The Corporation reserves the right to alter, amend, change or repeal any provision contained in this Charter in the manner now or hereafter prescribed by statute, except as otherwise provided herein, and all rights conferred herein upon members of the Corporation or members of the Board of Trustees are granted subject to this reservation. This Charter may be amended by resolution of the members of the Corporation. Approval of such resolution is to be by affirmative vote of two-thirds of the members entitled to vote at a special meeting called for that purpose by the President, provided thirty (30) days previous notice in writing is given to all members of the Corporation by depositing said notice in the United States mail properly addressed. This vote shall not be by proxy.

BYLAWS

Preamble

Loyola University New Orleans is incorporated under the laws of the State of Louisiana. It is a non-profit educational corporation engaged primarily in higher education and related programs.

The Corporation and its academic communities, in keeping its founding purposes as stated in the Articles of Incorporation:

to promote religious studies, literature, art, history, classics, humanities, science, commerce, communications, law and/or other departments or schools of knowledge; to encourage the advancement of learning through the awards of scholarships, fellowship and other means. . .

seeks to conjoin with its academic programs opportunities for faculty and students to integrate in their lives the knowledge they can assimilate from our total developing culture, the knowledge derivable from religious experience, as well as knowledge gleaned from humanistic, scientific and other learning.

Such an approach to the educational enterprise has been the tradition of this University since its inception and, as it faces the future, it desires to reaffirm and to maintain the primary importance of Christian values in the educational process as those have been and are being developed, integrated and applied according to the Jesuit tradition of liberal education.

The University employs personnel without regard to race, color, sex, national origin or ancestry, disability, religion, genetic information or age. Religious services are offered, but attendance is not required of students or faculty. Courses in religious studies are not limited to the Roman Catholic religion, and the University adheres to established principles of academic freedom. It strives to provide a form of educational at once personal and appropriate to the evolving civilization in which its students find themselves.

The Corporation confidently expects that it will continue to enjoy the personal presence and influence of members of the Society of Jesus who, with others, have played such a prominent role in the history and development of Loyola University New Orleans.

Article I

MEMBERSHIP - MEETINGS AND ELIGIBILITY

The annual meeting of the members of the Corporation shall be held during the month of March of each year.

Article II

NOTICE OF ANNUAL MEETING

A. A written notice of the annual meeting shall be mailed by the Secretary of the Corporation to the all members of the Jesuit Community who are eligible for membership in the Corporation at such address as appears on the books of the Corporation at least ten (10) days prior to the meeting. The notice shall include a listing of all who are eligible for membership.

B. A special meeting of the Corporation may be called by a majority of members of the Corporation who sign a written notice and mail copies to all elected members of the Corporation at such addresses as appears on the books of the Corporation at least ten (10) days prior to the meeting. The notice shall include a listing of all members of the Corporation. The Requirement for Quorum set forth in Article IV of this Charter shall apply at a special meeting.

Article III

VOTING BY PROXY

No representation by proxy or voting by proxy shall be permitted.

Article IV

REQUIREMENT FOR QUORUM

A two-thirds majority of the members of the Corporation entitled to vote, present in person, shall be requisite and shall constitute a quorum at all meetings. If, however, such quorum shall not be present, the members present and entitled to vote shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Article V

IDENTIFICATION FOR ELIGIBILITY FOR MEMBERSHIP

This shall be the process by which those eligible for membership on the Corporation are identified: The Secretary of the Corporation shall request of the Provincial of the New Orleans Province of the Society of Jesus a list of those who are members of the Community according to Article VI of the Charter. The Secretary of the Corporation shall then identify those members who hold full-time or part-time positions in the University according to the same Article VI. He shall present the list to the President of the University, and the President shall then draw up a final list of those who are eligible for membership in the Corporation, which list shall be and become final. The certification of membership as aforesaid shall be made to the Secretary of the Corporation no less than ten (10) days prior to any annual, regular or special meeting with a list of all members of the Jesuit Community of Loyola University New Orleans who have been certified as members of the Corporation entitled to vote at the meeting so called.

Article VI

DETERMINATION OF ELIGIBILITY FOR MEMBERSHIP

For purposes of determining eligibility of membership, the terms thereof as set forth in Article VI of the Articles of Incorporation of Loyola University New Orleans are hereby defined as follows:

Member of the Jesuit Community of Loyola University New Orleans. Any member in good standing of the Society of Jesus who is certified as being a member of the Jesuit Community of Loyola University New Orleans by the Provincial of the New Orleans Province of the Society of Jesus who holds full-time or part-time position at Loyola University New Orleans. Those Roman Catholic Priests or brothers who are citizens of the United States of America and members of the Jesuit Community of Loyola University New Orleans, who have, in the opinion of the Secretary of the Corporation of Loyola University New Orleans, entered into and performed services as described in the Articles of Incorporation who have held a full-time or part-time position for one (1) academic year. The term "academic year" shall be defined as consisting of two (2) full semesters of employment, which need not be consecutive, but may be considered as cumulative. Part-time employment or summer sessions shall be included in the computation of an academic year.

Article VII

CRITERIA FOR GOOD STANDING

For purposes of determining eligibility of membership in the Corporation, Jesuits on leave of absence from the Society of Jesus or from the Priesthood or brotherhood shall not be considered members in good standing of the Society of Jesus.

Article VIII

MEMBERSHIP-ELECTION

The election of the Jesuit members of the Board of Trustees shall be conducted at an annual or special meeting of the membership called for that purpose in accordance with the provisions of Article VII of the Articles of Incorporation, as amended.

Election of the non-Jesuit members of the Board of Trustees shall be conducted by the entire then-incumbent Board of Trustees at an annual or special meeting to be held for that purpose and to called or convened within not more than sixty (60) calendar days following the annual or special meeting of the membership of the Corporation held for the purpose of the election of the Jesuit members of the Board of Trustees.

Article IX

ANNUAL REPORT

At the annual meeting of the membership for election of Jesuit Trustees, the President of the Corporation shall submit an annual report to the membership setting forth in detail the affairs of the University.

Article X

SEAL OF THE UNIVERSITY

The seal of the Corporation shall be circular in form as approved by the Board of Trustees.

Article XI

AMENDMENT

The first eleven (11) enumerated Articles of the Bylaws as herein set forth shall be approved, altered or amended by a simple majority vote of the Corporation membership, and no Article of these Bylaws shall be henceforth proposed or enacted by the Board of Trustees which is inconsistent with any of the Bylaws adopted by the members of the Corporation as set forth in these first eleven (11) Bylaws.

Article XII

THE BOARD OF TRUSTEES

1. Governance

The governing body of the University shall be a Board of Trustees in which the corporate powers are vested pursuant to its Articles of Incorporation. This responsibility cannot be delegated nor abrogated except as provided in the Articles of Incorporation or by these Bylaws.

2. Powers and Duties

The Board of Trustees shall have and exercise the corporate powers prescribed by law. The essential function of the Board shall be policy making and responsibility for sound management. It shall formulate and determine the general, educational and financial policies as shall be deemed necessary for the administration and development of the Corporation in accordance with its shared purposes. The Board shall, but without limitation:

- A. Determine and review the goals of the University and the aims and purposes of educational programs of the University.
- B. Elect a President, who shall be the chief executive officer of the University, who shall serve at the pleasure of the Board.
- C. Authorize the establishment and discontinuance of academic programs of the University.
- D. Determine or approve general policies that relate to the instruction, extra-curricular activities, campus and residential life of students.
- E. Authorize the awarding of all earned and honorary degrees, certificates and diplomas.

- F. Review and approve overall conditions of employment of administrative officers and staff and all other employees of the University.
- G. Evaluate periodically the effective conduct of duties of University officers.
- H. Oversee the fiscal affairs of the University, including approval of budgets and supervision of investments.
- I. Review and approve annual tuition and fee schedules.
- J. Authorize the acquisition and disposition of all property and physical facilities, including the construction of new buildings, and capital renovations and repairs of existing buildings.
- K. Approve plans for and obtain necessary funds from all possible sources for academic and physical developments and maintenance purposes.
- L. Create committees of the Board and Ad-Hoc Committees as it may deem necessary, or desirable to carry out the purposes of the Corporation, each of which shall have such powers and responsibilities as the Board of Trustees shall designate. Nothing herein shall be considered to negate the power of the President to establish administrative committees, visiting committees, councils and other bodies as the President may deem necessary or desirable to aid in the performance of expected duties.

3. Periodic Review of the University

To assure that every aspect of the management and operations of the University is being performed with due effectiveness and within the general policies laid down by the Board, there shall be conducted a periodic review of the state of the university and its mission statement, emphasizing progress toward major goals and objectives. At least once every six (6) years shall be an evaluation of:

- A. The University's mission statement
- B. The general management of the institution with special reference to the office of the President and the chief administrative offices.
- C. The educational programs, including faculties and student affairs.
- D. The business affairs and physical plant and grounds management.
- E. The programs for university advancement.

Review and evaluation shall be conducted or authorized by the Board as it deems appropriate and reported to the full Board. Trustees and Board committees shall be involved as appointed or directed by the Chairman of the Board following consultation with the President.

4. Composition, Membership and Election of the Board of Trustees

A. The Board of Trustees shall consist of these persons previously elected as Trustees whose terms are unexpired as well as those additional persons who shall be elected annually by the Jesuit membership and the Board of Trustees in accordance with the provisions of Articles VI and VII of the Articles of Incorporation at the annual meetings of the Jesuit membership and the Board of Trustees, respectively, or at any special meeting called for that purpose.

B. Additional Trustees, over and above those designated as Class 1, 2, or 3 members in Article VII of the Articles of Incorporation, may be elected by the membership and/or the Trustees in the manner as herein provided, or as provided in the Articles of Incorporation, for a term of either one, two or three years; the determination of the length of term of each Trustee to be fixed by the membership and/or the Trustees, as the case may be, so as to achieve, as nearly as possible, a ratio of one-third of the total number of Trustees who will have their term of office expire during each successive year.

C. Those persons so elected as Trustees shall take office on August 1 following the meeting at which they were elected, unless they are elected to fill an unexpired term in which case they shall take office at the next regularly scheduled meeting of the Board. Trustees shall continue to hold office until July 31 of the year in which their term (one, two, or three years) of office expires.

D. Ex-officio Trustees The President of the University shall appoint Vice-Presidents and other officers of the Corporation as the President deems necessary or desirable from time to time. Within thirty (30) days from the President's election at the annual meeting of the Board of Trustees, however, the President may appoint one (1) Vice-President who shall be a member of the Society of Jesus who is to be specifically designated as an *ex-officio* member of the Board of Trustees. The Vice-President shall serve at the pleasure of the President, who can fill the position falling vacant for any reason.

E. The number and term of Trustees shall be as stated in the Articles of Incorporation, Article VII.

F. Honorary Trustees At the discretion of the Board of Trustees those individuals who have or may serve Loyola University New Orleans, the City of New Orleans, the State of Louisiana, southern Region of the United States of America, or any of the United States with distinction may be elected as non-voting Honorary Trustees by a majority vote of the Board of Trustees at a duly constituted meeting. Honorary Trustees, by invitation of the Board, may attend its meetings and serve on its committees as appropriate. These individuals may or may not have been members of the Board of Trustees.

G. Emeriti Trustees At the discretion of the Board of Trustees those members of the Board of Trustees with records of exemplary leadership to Loyola University New Orleans may be elected as non-voting *Emeriti* Trustees by a majority vote of the Board of Trustees at a duly constituted meeting. *Emeriti* Trustees may attend meetings as non-voting members, may serve as a voting member on committees, and may perform duties as requested by the Board or Chair. Such *Emeriti* Trusteeships shall be conferred as a privilege upon those whom the Board wishes to honor for their distinguished service as a Board Chair or other position of leadership.

5. Manner of Acting

A. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting. The act of a majority of Trustees present and voting at any meeting at which a quorum is present shall be the official act of the Board of Trustees except where otherwise provided by Law, the Articles of Incorporation, or these By-Laws. Members shall be considered as being present and authorized to vote at any regular or special meeting of the Board of Trustees if they are either physically present at the meeting, or if they are participating in the meeting by means of telephone conference call, closed-circuit television, or other telecommunication system which permits all members participating in the meeting, whether in person or by telecommunication, to concurrently hear and be heard by all other participating members. If a quorum is present when the meeting is convened, the Trustees present may continue to do business, taking action by a vote of a majority of a quorum as fixed in Section 5, until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a quorum as fixed in Section 5 hereof, or the refusal of any Trustee present to vote. Any action which may be taken at a meeting of the Board or Executive Committee may be taken without a meeting if consent in writing or email setting forth the action so taken, shall be signed by all the members of the Board or the Executive Committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote. Such written consents shall be filed with the Board minutes.

B. Persons not Board members but concerned with matters on the agenda of meetings and persons possessing knowledge required for Board deliberations may be invited to participate in such deliberations of the Board as appropriate.

C. The Board may hold an executive session in the course of any annual, regular or special meeting at which only voting Board members shall be permitted to attend or in which they shall participate. Upon request of any Board member, directed to the Chairman of the Board at any time, the Board, during any regular or special meeting, may go into Executive Session. Only voting Board members are to be present during Executive Sessions unless the Chairman, with approval of the Board, shall invite a recorder, legal counsel or any others to remain.

All regular or special meetings of the Board may begin as Executive Sessions with a recorder and legal counsel in attendance. The Chairman may invite such other persons to attend a portion of an Executive Session as is deemed necessary for elaboration of report or other purposes. Persons invited for a portion of an Executive Session or the Board meeting may be excused before the Board takes formal action on any matter.

D. The Board of Trustees shall adopt and keep updated policy statements governing the responsibilities of the Board and its members, criteria for effective Trustees and continuing education of Board members.

E. The Board of Trustees may accept on behalf of the University any contribution, gift, bequest or devise for the general purpose or for any special purposes of the University, and may delegate this authority to appropriate corporate and administrative officers. These officers shall make regular reports to the Board of Trustees of all gifts accepted by them in the name of the University (c.f.:Gifts and Pledge Policy adopted by the Board of Trustees, May 18, 2012).

6. Vacancies

A. Any vacancy occurring in the Jesuit composition of the Board of Trustees may be filled by vote of the membership of the Corporation at any special meeting of the membership to be called for that purpose by the President, or by a request of the majority of the membership.

B. Vacancies occurring in the non-Jesuit composition of the Board may be filled at any regular or special meeting by a majority vote of the Board of Trustees then in office. Any Trustee elected for the balance of an unexpired term shall, in addition thereto, be eligible to serve the maximum number of complete consecutive terms as provided by these By-laws.

C. Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board. A motion to dismiss a board member shall be made and seconded, explaining the reasons for the proposed dismissal. The affected board member shall have the opportunity to provide a response to the charges in person or in writing. The Board will vote on the motion to dismiss at their next meeting. The dismissal vote shall require a two-thirds (2/3) majority of the entire membership of the Board of Trustees.

7. Meetings of the Board

A. In addition to the annual meeting for the election of Trustees, the Chairman shall call not less than three (3) regular meetings. In addition thereto, the Chairman may call special meetings of the Board in consultation with the President, or at the request of any five (5) Trustees.

B. All annual, regular or special meetings of the Board shall be held at Loyola University New Orleans unless otherwise designated by the Chairman in the call for the meeting.

C. The Executive Committee shall provide the Secretary with the agenda for any regular or special meeting of the Board setting forth matters to be brought for consideration before the next meeting, and the Secretary shall provide each member of the Board with a copy of the proposed agenda not less than ten (10) days prior to the date of any such regular or special meeting.

8. Officers of the Board

A. The Board of Trustees shall annually elect from among the incumbent members of the Board, and by a majority vote, a Chairman and a Vice-Chairman of the Board, a Secretary and a Treasurer. The Secretary and Treasurer shall be members of the Society of Jesus. They shall be elected at the May meeting or any special meeting called for such purpose. They shall serve a term of one year, or until their successors have been duly elected. Any vacancy occurring among the officers may be filled by a majority vote of the Board at any regular or special meeting. Officers may be eligible for re-election.

B. Officers of the Board - Duties

(i) *Chairman and Vice-Chairman* - The Chairman shall preside at all meetings of the Board of Trustees and shall perform the duties customary to the office. He shall be chairman of the Executive Committee. In the absence of the Chairman, the Vice-Chairman shall preside at meetings of the Board and perform all duties incident to the office of the Chairman. The Chairman shall appoint all members of standing and ad-hoc committees of the Board. He shall appoint a chairman and vice-chairman of each committee. In the event of a tie vote, the chairman shall cast the deciding vote.

(ii) *Secretary* - The Secretary shall be responsible for the keeping of the minutes of the Board of Trustees and for giving all notices required by law or these Bylaws and shall have custody of the corporate records and the seal of Corporation. He shall perform all duties incident to the Office of Secretary and such other duties from time to time may be assigned him by the Board of Trustees.

(iii) *Treasurer* - The Treasurer shall keep or cause to be kept complete and accurate records of receipts and disbursements of the Corporation and shall generally oversee the financial affairs of the University, and perform such other duties as may be assigned to him from time to time by the Board of Trustees, not inconsistent with the provisions with the provisions of the Articles of Incorporation or the Bylaws.

9. Board Committees

There shall be the Executive Committee, Standing Committees, and possibly Ad-Hoc Committees of the Board. Unless otherwise stated herein, a majority of the voting members of the committee shall constitute a quorum for the transaction of business at any committee meeting. Except where the Chairman of the Board of Trustees and the President of the Corporation are designated members of a Committee, e.g. the Executive Committee, they shall be ex-officio members of all committees unless otherwise specified in the charter of such committee. The Chairman of the Board and the President of the Corporation, as ex-officio members of certain committees, are permitted, but not required, to act as members of the committees. When the Chairman, the President, or both are present, as defined below, each shall have the power to vote on all matters brought before the committees and shall be counted for all purposes, including the determination of the existence of a whole committee and for all quorum requirements. When the Chairman, the President, or both are not present, as defined below, the absent officer(s) shall not be counted for purposes of determining the existence of a whole committee or for any quorum requirements. A member of any committee of the Board and an advisory member of any committee who is also a member of the Board of Trustees shall be considered as being present and authorized to vote at any meeting of the committee if they are either physically present at the meeting, or if they are participating in the meeting by means of telephone conference call, closed-circuit television, or other telecommunication system which permits all members participating in the meeting, whether in person or by telecommunication, to concurrently hear and be heard by all other participating members.

Standing and Other Committees. Committees may be established by the Board from time to time as required to oversee permanent functions of a major character. Ad-hoc committees may be established by the Chairman of the Board from time to time with the approval of a majority vote of the members of the Board at any meeting. The term of ad-hoc committees shall be for one (1) year, unless otherwise fixed by the Board.

A. *Executive Committee - Composition, Duties and Functions.* There shall be an Executive Committee of the Board of Trustees consisting of the Chairman of the Board, the Vice-Chairman, the President, the First Vice-President, Secretary, and the Chairs of each of the Board's Standing Committees. The Chairman of the Board of trustees shall be the Chairman of said Committee. The Executive Committee shall have and may exercise all the powers of the Board when it is not in session, except for the following, which are reserved for the Board: appointment and dismissal of the President, election of trustees and Board officers, sale or other disposition of real estate or other assets, approval of the annual budget, conferral of degrees, modifying the university's mission or purpose, adding or discontinuing academic programs, and amendment of the Articles of Incorporation and Bylaws. The Executive Committee's primary responsibility shall be to contribute to the efficient and effective performance of the Board. Its broad powers shall be used only as necessary and appropriate to carry out the Board's routine business or handle emergency matters that cannot be delayed until the Board's next regularly scheduled meeting or until a special meeting of the Board. All actions by the Executive Committee shall be reported to the Board of Trustees at its next meeting succeeding such action, and shall be subject to revision and alteration by the Board; provided, that no rights of third parties shall be affected by any such revision or alteration. Vacancies in the Executive Committee, unless they are to be filled otherwise, shall be filled by the Chairman of the Board of Trustees. Seven members of the Executive Committee shall be necessary to constitute a quorum for the transaction of business at any Executive Committee meeting. The act of a majority of Executive Committee members present and voting at any meeting at which a quorum is present shall be the official act of the Executive Committee. If a quorum is present when the meeting is convened, the Executive Committee members present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough Executive Committee members to leave less than a quorum as fixed above, or the refusal of any Executive Committee member present to vote. The Executive Committee shall fix its own rules of procedure, and meet at the call of the Chairman.

B. *Standing Committees - Composition.* Standing Committees shall include:

- The Executive Committee
- Committee on Academic Affairs
- Committee on Student Affairs and Enrollment Management
- Committee on University Advancement
- Committee on Finance
 - 1) Subcommittee on Endowment
 - 2) Subcommittee on Facilities
- Committee on Governance
- Committee on Audit
- Committee on Mission & Identity

Standing Committees of the Board of Trustees, other than the Executive Committee, Committee on Mission and Identity and Committee on Audit, shall be composed of at least seven (7) members. A majority of voting members shall be members of the Board of Trustees. The Chairman of the Board may appoint such advisors as he or she sees fit. Advisory members of any committee who are also members of the Board of Trustees shall be entitled to participate in the deliberations of the Committee, and shall be entitled to vote on matters coming before the Committee to the same extent as regular members of the Committee, but advisory members shall not be considered as members of any Committee for purposes of determining a quorum necessary to conduct business. Advisory members who are not members of the Board of Trustees may participate in the deliberations of the Committee, but shall not be entitled to make motions or vote on matters coming before the Committee, and shall not be considered as members of any Committee for purposes of determining a quorum necessary to do business.

Each committee shall meet regularly at the call of the Committee Chairman. The Committee Chairman shall assure that the discussions and actions of the Committee are properly recorded and promptly distributed to its members and to members of the Executive Committee and all Board members.

An officer of administration shall be appointed by the President to serve each committee as Executive Secretary. Such administrative officers shall serve as representative of the President under the President's supervision and coordination.

The agenda for and nature of business of all Standing Committee meetings shall emphasize issues, problems and opportunities of a policy making nature and shall focus on major programs, functions and priorities of the University rather than on administrative detail.

1. Committee on Academic Affairs - Duties and Functions. The duties and functions of the Standing Committee on Academic Affairs shall be to concern itself with matters of policy concerning degree programs, curriculum and overall academic policy.

2. Committee on Student Affairs and Enrollment Management. The duties and functions of the Standing Committee on Student Affairs and Enrollment Management shall be to concern itself with reviewing and making recommendations concerning University policy related to student activities, conduct discipline and extra-curricular affairs.

3. Committee on University Advancement. The duties and functions of the Standing Committee on University Advancement shall be to concern itself with the general public image and reputation of Loyola University New Orleans throughout the community and the nation, so as to assure the Board that the image being thus conveyed is consistent with the furtherance of the goals of the University; the recommendation of policies and procedures to the Board with respect to fund raising, endowment programs, acquisition of assets and capital improvement

programs, and the overall generation of financial and human resources from without the University community.

4. *Committee on Finance.* The duties and functions of the Standing Committee on Finance shall be to review and make recommendations to the Board of Trustees on the entire fiscal affairs of the University, including, but not limited to, an annual analysis of the University budget; and projected long-range operating costs and expenditures, tuition rates, salaries, of personnel, and expenditures for overall capital improvements in relation to anticipated revenues. The Committee on Finance shall include two subcommittees, the Subcommittee on Endowment and the Subcommittee on Facilities.

A. The duties and functions of the Subcommittee on Facilities are to make recommendations to the Trustees to ensure that the physical plant is adequate to support the programs and services of the University and that the physical plant is properly maintained. The Committee shall make recommendations concerning the development of a campus master plan that should be kept current to make sure that new structures are provided where needed and old structures removed or renovated in accordance with the master plan.

B. The duties and functions of the Subcommittee on Endowment shall be to exercise oversight responsibility for all endowment matters and to recommend performance goals for all components of the University's endowment. The committee shall investigate and recommend goals for financial performance of the University's investments including but not limited to stock and bond portfolios, and shall review real estate holdings and gifts including evaluation and disposition. The committee shall develop and recommend policies and procedures that will enhance the University's endowment. The chairman of the Finance Committee shall be a member of the Subcommittee on Endowment.

5. *Committee on Governance.* The duties and functions of the Standing Committee on Trustee Selection shall be to assess and appraise Board organization, operation, membership and attendance, to assure maximum effectiveness, and to make such recommendations from time to time as, in the Committee's judgment, will accomplish the objectives of the Board; to maintain a Trustee candidate list through a constant search to identify individuals best able to serve the University as Trustees; to make nominations for membership on the Board; to evaluate the Board's structure and its individual members; to develop and maintain a program of orientation for new Trustees, and to design a continuing program of education of Trustees concerning issues confronting higher education and related matters.

6. *Committee on Audit.* The duties and functions of the Standing Committee on Audit shall be established in a charter approved by the Board of Trustees. The Committee's duties shall include assisting the Board of Trustees in overseeing the University's financial practices, internal controls, financial management, and standards of financial conduct: assuring the independence of the audit efforts of the University's independent auditor and the Internal Auditor; determining the adequacy, of internal controls (including business, financial, and information systems); and reviewing key legal and regulatory compliance matters with regard to assessing preventable risks to the University.
7. *Committee on Mission and Identity.* The duties and functions of the Standing Committee on Mission and Identity shall be to foster and assess, on a continuing basis, the Jesuit and Catholic identity of Loyola University New Orleans in its programs and operations. The committee shall report regularly at the meetings of the Board of Trustees on the state of the University's Jesuit and Catholic character and shall make recommendations to the administration and the Board of Trustees on areas for growth and development of the Jesuit and Catholic character of the University.
- C. *Ad-hoc Committees.* Ad-hoc committees may be established by the Chairman of the Board from time to time with the approval of a majority vote of the members of the Board at any meeting. The term of ad-hoc committees shall be for one (1) year, unless otherwise fixed by the Board.

Article XIII

ADMINISTRATION

1. President

The President shall be the chief executive officer of the Corporation. Except as provided for in the Charter, Article VII, section B, he shall be a Roman Catholic priest and a member in good standing of the Society of Jesus. The President shall be an *ex-officio* member of the Board and of all Committees of the Board.

The President shall:

- A. Promptly and effectively execute all resolutions, policies, rules and regulations adopted by the Board, and perform all duties prescribed by the Board.
- B. Formulate and recommend to the Board policies, programs and plans for the educational, financial, physical development and government relations of the University.

- C. Make or approve all appointments of administrative officers to the University.
- D. Establish a management organization to carry out effectively the policies of the University; ensure that the University is properly staffed with personnel competent to discharge their responsibilities and to carry out said policies effectively; provide adequate opportunities for the development and advancement of personnel.
- E. Prescribe the specific duties and assignment of the principal administrative officers and establish and define duties of administrative and visiting committees to advise and assist in the execution of the President's duties.
- F. Approve or disapprove the policies and procedures of all such administrative officers and administrative committees. Suspend any action taken by such officer or committee which the President believes to be in conflict with general policies and procedures of the University.
- G. Direct preparation and present to the Board through the Committee on Finance, a proposed budget for the ensuing fiscal year and see that the budget when adopted is enforced.
- H. Prepare and submit to the Board an annual report and such special reports as the President deems desirable and as the Board may require.
- I. Serve as the chief spokesman for and interpreter of the University to its constituencies and take leadership in obtaining support of the University from all possible sources.
- J. Have responsibility for, and administrative and fiscal control over, intercollegiate athletics and fund-raising activities.

2. Other Administrative Offices

The Chancellor of the University, if appointed, shall report to the President of the University or designee, and the position shall be solely restricted to activities generally associated with university advancement and approved by the President of the University and the Vice President for University Advancement.

Other Vice Presidents or administrative offices of the University shall be designated by the President. These shall be defined as administrative council positions. The duties of these offices shall be designated by the President.

Article XIV

INDEMNIFICATION LIMITATION OF LIABILITY

1. Indemnification

A. *Generally.* To the fullest extent authorized or permitted by La. Rev. Stat. 12:227, as the same may hereafter be amended to broaden such authority, or as otherwise permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to make a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation) by reason of the fact that they are or were a trustee, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by such trustee in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Trustees, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action, and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged (by a court of competent jurisdiction after exhaustion of all appeals therefrom) to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case they are fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which they are reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

B. Indemnity for Expenses. To the extent that a Trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith.

C. Authorization for Indemnity. An indemnification (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable and a quorum of disinterested Trustees so directs, by independent legal counsel, or (3) by the Members.

D. Advance Payment of Expenses. Expenses incurred in defending such an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Trustees, independent legal counsel or the Members, as provided in Subsection C. of this Section, upon receipt of an undertaking by or on behalf of the Trustee, director, officer, employee or agent to repay such amount unless it shall ultimately be determined by the Board of Trustees, independent legal counsel or the members, as provided in Subsection C. of this Section, that they are entitled to be indemnified by the Corporation as authorized in Article XIV.

E. Indemnification Not Exclusive. The indemnification provided for this Section shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any bylaw, agreement, authorization of Members or disinterested Trustees or otherwise, both as to action in their official capacity and as to a person who has ceased to be a Trustee, director, officer, employee or agent and shall inure to the benefit of their heirs and legal representatives.

F. Effect of Repeal or Amendment. Neither the repeal of nor any amendment to this Section shall apply to or have any effect on the obligation of the Corporation or on the entitlement of any person to indemnification in accordance with this Section for or with respect to any action, suit or proceeding, whensoever brought or asserted, arising out of any act or omission of such person occurring prior to such repeal or amendment, absent the express consent of such a person, or of the person's heirs or legal representatives, to such repeal or amendment.

2. Limitation of Liability

No Trustee or officer of the Corporation shall be personally liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a Trustee or officer, except in the case of breach of the Trustee's or officer's duty of loyalty to the Corporation or its Members; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or any transaction from which the Trustee or officer derived an improper personal benefit. Neither the repeal or nor any amendment to this Section shall apply to or have any effect on the liability or alleged liability of any Trustee or officer of the Corporation for or with respect to any act or omission of such Trustee or officer occurring prior to such repeal or amendment, absent the express consent of such a trustee or officer, or of the trustee's or officer's heirs or legal representatives, to such repeal or amendment.

Article XV

CONFLICTS OF INTEREST

A Trustee is considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of their responsibilities to the University, or (b) such Trustee be a spouse, siblings, children and other relative (if the latter reside in the same household as the Trustee) or any organization in which such Trustee (or family member) is an officer, director, employee, member, partner, trustee or controlling stockholder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meetings shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest exists in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by majority vote.

Article XVI

DISCRIMINATION PROHIBITED

In administering its affairs, the University shall not discriminate against any person on the basis of race, color, national origin, sex, disability, religion, genetic information or age.

Article XVII

AMENDMENT TO THE BYLAWS

Articles I-XI of these Bylaws may be amended in accordance with the provision of Article XI thereof.

Articles XII through XVII hereof pertaining to the Board of Trustees may be made, altered or amended at any time by a majority vote of the Board of Trustees, provided that such Bylaws, alterations or amended are not inconsistent with the Bylaws adopted by the Jesuit members of this Corporation. Any and all Bylaws, alterations or amendments made by the Board of Trustees shall be reported by the President in the annual report at the Annual Meeting of the Membership.